

WC 07-160

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LEGAL INSIGHT. BUSINESS INSTINCT.

Jean L. Kiddoo
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July 24, 2007

DOCKET FILE COPY ORIGINAL

Via Courier

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of the Joint Application of First Communications, LLC and
Xtension Services, Inc. ("Transferors") and Gores FC Holdings, LLC
("Transferee") For Approval of the Grant of Authority Pursuant to Section
214 of the Communications Act of 1934, as amended, for Approval of a
Transfer of Control


Dear Ms. Dortch:

On behalf of First Communications, LLC ("FCL") and Xtension Services, Inc. ("Xtension") and Gores FC Holdings, LLC ("Gores FC"), enclosed please find an original and six (6) copies of an application for approval of a transaction whereby Gores FC will be granted *de facto* control of First Communications, Inc., the parent company of FCL and Xtension. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,


Jean L. Kiddoo
Danielle C. Burt

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

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Boston
Hartford
Hong Kong
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Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

REMITTANCE ADVICE

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
FCC USE ONLY			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Danielle Burt			
(5) STREET ADDRESS LINE NO. 2 2020 K Street NW, 10th Floor			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004353900		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Gores FC Holdings, LLC			
(14) STREET ADDRESS LINE NO. 1 10877 Wilshire Boulevard			
(15) STREET ADDRESS LINE NO. 2 Suite 1805			
(16) CITY Los Angeles		(17) STATE CA	(18) ZIP CODE 90024
(19) DAYTIME TELEPHONE NUMBER (include area code) 310-209-3010		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0016707374		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>7/24/2007</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA <u>X</u> AMEX _____ DISCOVER _____			
ACCOUNT NUMBER <u>REDACTED</u>		EXPIRATION DATE <u>REDACTED</u>	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE <u>Renee Britt</u>		DATE <u>7/24/2007</u>	

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE (CONTINUATION SHEET)

Page No 2 of 3

SPECIAL USE

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USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME First Communications, LLC		
(14) STREET ADDRESS LINE NO. 1 3340 West Market Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Akron	(17) STATE OH	(18) ZIP CODE 44333
(19) DAYTIME TELEPHONE NUMBER (include area code) 330-835-2323		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0003764487		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159-C

FEBRUARY 2003 (REVISED)

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REMITTANCE ADVICE (CONTINUATION SHEET)		FCC ONLY	
Page No <u>3</u> of <u>3</u>			
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME Xtension Services, Inc.			
(14) STREET ADDRESS LINE NO. 1 30 South Treasure Drive			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Tampa		(17) STATE FL	(18) ZIP CODE 33609
(19) DAYTIME TELEPHONE NUMBER (include area code) 704-708-5919		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004289658		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1	(29C) FCC CODE 2		
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
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(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1	(29E) FCC CODE 2		
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1	(29F) FCC CODE 2		

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)

First Communications, LLC, and)
Xtension Services, Inc.)

Transferors)

and)

Gores FC Holdings, LLC)

Transferee)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission's Rules to Complete a)
Transfer of Control of Authorized)
Domestic and International Section 214 Carriers)

File No. ITC-T/C-2007 _____

WC Docket No. 07-_____

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

First Communications, LLC ("FCL"), Xtension Services, Inc. ("Xtension"), and Gores FC Holdings, LLC ("Gores FC") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, hereby respectfully request Federal Communications Commission ("Commission") approval to consummate a transaction whereby Gores FC will obtain the right to appoint a majority of the

FCI board of directors, giving it *de facto* control of First Communications, Inc. ("FCI"), the parent company of FCL and Xtension.¹

B. Request for Expedited Consideration

Applicants expect that the proposed transaction will improve business operations for FCI and ultimately, FCL and Xtension, and emphasize that the proposed transaction will not affect the services provided to the customers of FCL or Xtension. As demonstrated below, Gores FC, an investment company, is financially and managerially well-qualified to take *de facto* control of FCI. Applicants therefore request that the Commission approve this Application expeditiously to allow the proposed transaction described herein to be consummated as soon as possible.

C. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the

¹ FCI obtained approval from the Commission to acquire FCL and Xtension, pursuant to Docket No. 06-228 and File Nos. ITC-T/C-20061219-00578 and ITC-T/C-20061219-00579. The transfers of control of FCL and Xtension to FCI were consummated on July 2, 2007.

FCI and Gores also notified the FCC on June 28, 2007 that Gores FC would hold a 9.9 percent interest in FCI upon consummation of the transfers of control. In the June 28, 2007 notice, FCI and Gores FC provided information about Gores FC obtaining non-voting shares of common stock that will convert to voting shares upon receipt of certain state approvals for a total voting interest in FCI of 13.1 percent and obtaining certain warrants that, if fully exercised, would increase Gores FC's interest up to 35.6 percent.

proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Gores FC Holdings, LLC ("Transferee")

Gores FC is a limited liability corporation with its principal office located at 10877 Wilshire Boulevard, Suite 1085, Los Angeles, California 90024. Gores FC is ultimately controlled by The Gores Group, LLC (the "Gores Group"), and its managing member, Alec E. Gores.² The Gores Group is a preeminent private investment firm that focuses its investments on opportunities in the technology and telecommunications sectors.

Gores FC is well-qualified managerially, technically and financially to own and control FCI. In particular, the Gores Group has created an internal operations team which has a history of enhancing the value and operations of its investment companies by focusing on customers and employees, supporting management with operational expertise and providing access to capital. In addition, the Gores Group, through its affiliates, already holds a controlling interest in Global Tel*Link Corporation, a telecommunications services provider. Through this affiliate,

² Three limited partnerships directly own 10 percent or more of Gores FC: Gores Alternative Investment I, L.P. (44.1 percent), Gores Alternative Investments II, L.P. (20.76 percent), and Gores Co-Invest Partnership, L.P. (22.5 percent) (together the Limited Partnerships). In addition, Gores Capital Advisors, LLC owns 10 percent of Gores FC and serves as general partner of the three Limited Partnerships. The Gores Group is the managing member of Gores Capital Advisors, LLC.

the Gores Group's continuing involvement in overseeing the regulated ownership of these companies has provided it with substantial management experience in working with regulated telecommunications companies. In addition to the well-qualified management and operations teams of FCL and Xtension that remain with the companies following the transfer of control to FCI,³ the Gores Group and its affiliates also have an extensive background in acquiring and managing network services, software and computer hardware companies.

Gores FC is financially qualified to take control of FCL and Xtension. The Gores Group's private equity fund has combined capital commitments of \$400 million from institutional investors and Gores Group principals. In addition to its own capital resources, through an established network of debt financing sources and investment partners, the Gores Group also provides access to working capital for its portfolio companies on favorable terms and conditions that might not otherwise be available to those companies as standalone enterprises.

B. First Communications, LLC ("Transferor")

FCL was formed on July 1, 1998 under the laws of the State of Ohio and is a wholly owned subsidiary of FCI, a corporation listed on the Alternative Investment Market of the London Stock Exchange ("AIM"). FCL's headquarters are located at 3340 West Market Street, Akron, Ohio 44333. FCL is authorized to provide local, private line, and/or long distance services to both business and residential customers in 49 states and holds domestic and international Section 214 authorizations from the FCC. Its services include, in addition to traditional local and long distance services, toll-free services, conference calling packages, calling cards, prepaid calling cards, Internet access and dedicated and private line services.

³ See Joint Application in Docket No. 06-228 and File Nos. ITC-T/C-20061219-00578 and ITC-T/C-20061219-00579.

FCL's telecommunications services are provided primarily on a resale basis using the facilities and switches that are owned and operated by other telecommunications carriers.

C. Xtension Services, Inc. ("Transferor")

Xtension, a wholly owned subsidiary of FCI, is a corporation founded in 2000 under the laws of the State of Delaware. Its offices are currently located at 30 South Treasure Drive, Tampa, Florida 33609. Xtension holds domestic and international Section 214 authorizations from the FCC and is authorized to provide long distance telecommunications services in 13 states and local exchange services in New Jersey.

III. DESCRIPTION OF THE TRANSACTION

Gores FC currently holds a 9.9 percent voting interest in FCI, the parent of FCL and Xtension. The agreement by which Gores FC acquired its interest permits Gores FC to increase its interest to 13.1 percent by converting its non-voting shares of common stock to voting shares upon receipt of the necessary regulatory approvals and to increase its voting interest in FCI up to 35.6 percent through certain warrants, if fully exercised. In addition, the agreement will give Gores FC the right to appoint a majority of the board of directors, thereby giving it *de facto* control of FCI. Accordingly, Applicants seek authorization for Gores FC to have the right to appoint a majority of FCI's board of directors. For the Commission's convenience, pre- and post-transaction illustrative charts are provided as Exhibit A.

Because the proposed transaction will be completed at the holding company level, Applicants expect that the proposed transaction will be entirely transparent to customers of FCL and Xtension. The proposed transaction will not result in any change to FCL and Xtension's day-to-day operations. Furthermore, FCL and Xtension do not anticipate that the proposed transaction will have any effect on their rates, terms or conditions of service. As a result, the

proposed transaction will not directly affect any end user customers of FCL or Xtension or the services they currently receive.

IV. PUBLIC INTEREST STATEMENT

The proposed transaction will serve the public interest by providing FCL and Xtension access to additional financial and operational resources that will help to strengthen their position in the telecommunications marketplace. Access to additional financial resources will also allow FCL and Xtension to implement their business strategies while continuing to provide high quality services to existing consumers. Moreover, Applicants emphasize that the proposed transaction will be transparent to the customers of FCL and Xtension, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

The public interest will also be served by expeditious consideration and approval of the transaction. For various important business and financial reasons and in order to obtain the benefits of the proposed transaction as soon as possible, Applicants need to complete the proposed transaction expeditiously. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as rapidly as possible.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

63.18 (a) Name, address and telephone number of each Applicant:

Transferors:

First Communications, LLC
3340 West Market Street
Akron, Ohio 44333
(330) 835-2323 (Tel)

FRN: 0003764487

Xtension Services, Inc.
30 South Treasure Drive
Tampa, Florida 33609
(704) 708-5919 (Tel)

FRN: 0004289658

Transferee:

Gores FC Holdings, LLC
10877 Wilshire Boulevard, Suite 1805
Los Angeles, California 90024
Tel: (310) 209-3010

FRN: 0016707374

63.18 (b) Jurisdiction of Organizations:

Transferors: First Communications, LLC is a limited liability company formed under the laws of Ohio.

Xtension Services, Inc. is a corporation formed under the laws of Delaware.

Transferee: Gores FC Holdings, LLC is a limited liability company formed under the laws of Delaware.

63.18 (c) Correspondence concerning this Application should be sent to:

For FCL and Xtension:

Jean L. Kiddoo
Danielle C. Burt
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
danielle.burt@bingham.com

With copies to:

Mary Cegelski
First Communications, LLC
15278 Neo Parkway
Garfield Heights, OH 44128
Telephone: (216) 468-1614
Facsimile: (216) 468-1680

E-mail: mcegelski@firstcomm.com

For Gores FC:

Brent Bradley
Vice President and Assistant General Counsel
Gores Technology Group
10877 Wilshire Boulevard, Suite 1805
Los Angeles, California 90024
Tel: (310) 209-3010
Fax: (310) 209-3310

63.18 (d) First Communications, LLC holds international Section 214 authority (ITC-214-19951215-00030) granted in File No. ITC-ASG-20011001-00509 and holds blanket domestic Section 214 authority. Xtension Services, Inc. holds international Section 214 authority granted in File No. ITC-214-20010305-00116 and holds blanket domestic Section 214 authority. Gores FC Holdings, LLC. does not hold any domestic or Section 214 authority.

63.18 (h) In accordance with 63.24(e)(3), items (h)-(p) are provided for the transferee.

(1) The following entities will own or control ten percent (10%) or more of the equity of **First Communications, LLC and Xtension Services, Inc.:**

Name: First Communications, Inc.
Address: 3340 West Market Street
Akron, Ohio 44333
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

(2) The following entities will own or control ten percent (10%) or more of the equity of **First Communications, Inc.:**

Name: Gores FC Holdings, LLC
Address: 10877 Wilshire Boulevard, Suite 1805
Los Angeles, California 90024
Citizenship: U.S.
Percentage Owned: 9.9%, increasing to 35.6% with right to appoint majority of FCI's Board of Directors
Principal Business: Holding Company

(3) The following entities will own or control ten percent (10%) or more of the equity of **Gores FC Holdings, LLC:**

Name: Gores Alternative Investments I, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 44.1%
Principal Business: Investment Fund

Name: Gores Alternative Investments II, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 20.76%
Principal Business: Investment Fund

Name: Gores Co-Invest Partnership, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 22.5%
Principal Business: Investment Fund

Name: Gores Capital Advisors, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 10%
Principal Business: Private Equity/Mergers & Acquisitions

- (4) The following entity will own or control **Gores Alternative Investments I, L.P., Gores Alternative Investments II, L.P., and Gores Co-Invest Partnership, L.P.:**

Name: Gores Capital Advisors, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: General Partner (all three limited partnerships)
Principal Business: Private Equity/Mergers & Acquisitions

- (5) The following entity will own or control **Gores Capital Advisors, LLC:**

Name: The Gores Group, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: Managing Member

Principal Business: Private Equity/Mergers & Acquisitions

(6) The following entity will own or control **The Gores Group, LLC**:

Name: Alec E. Gores
Address: c/o Gores Technology Group, LLC
10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: Managing Member
Principal Business: Individual

No other entity holds a 10% or greater direct or indirect interest in First Communications, LLC or Xtension Services, Inc.

To the best of Applicants' knowledge, there are no officers or directors of Applicants that also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

- 63.18 (i)** Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.
- 63.18 (j)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
- (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18 (k)** Not applicable.
- 63.18 (l)** Not applicable.
- 63.18 (m)** Not applicable.
- 63.18 (n)** Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on

the foreign end of the route and will not enter into such agreements in the future.

- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7)** First Communications, LLC is authorized to provide telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming. In these states, First Communications is authorized to provide competitive local and/or long distance telecommunications services. All of the services provided by First Communications are competitive in nature and neither First Communications nor any affiliated company holds a dominant position in any market.

Xtension Services, Inc. is authorized to provide telecommunications services in California, Colorado, Florida, Illinois, Kansas, Michigan, Nevada, New Jersey, New York, North Carolina, Pennsylvania, Texas, and Washington. In these states, Xtension is authorized to provide competitive local and/or long distance telecommunications services. All of the services provided by Xtension are competitive in nature and neither Xtension nor any affiliated company holds a dominant position in any market.

- (a)(8) *Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.*
- (a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described transaction. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction as soon as possible.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Danielle Burt", is written over a horizontal line.

Jean L. Kiddoo

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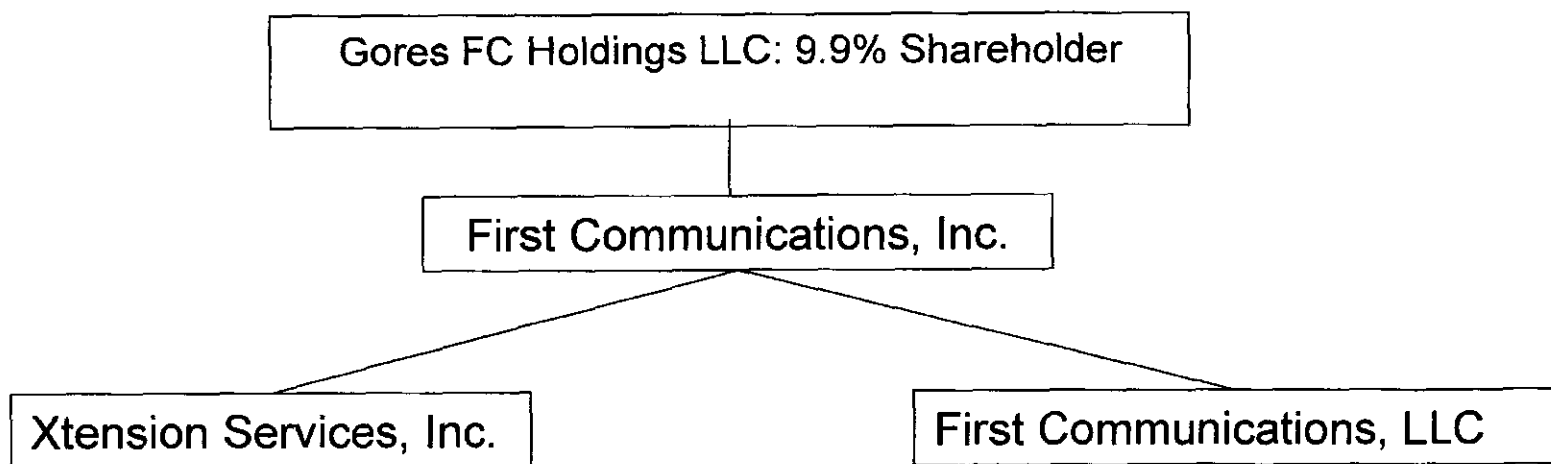
Counsel for First Communications, LLC,
and Xtension Services, Inc.

Dated: July 24, 2007

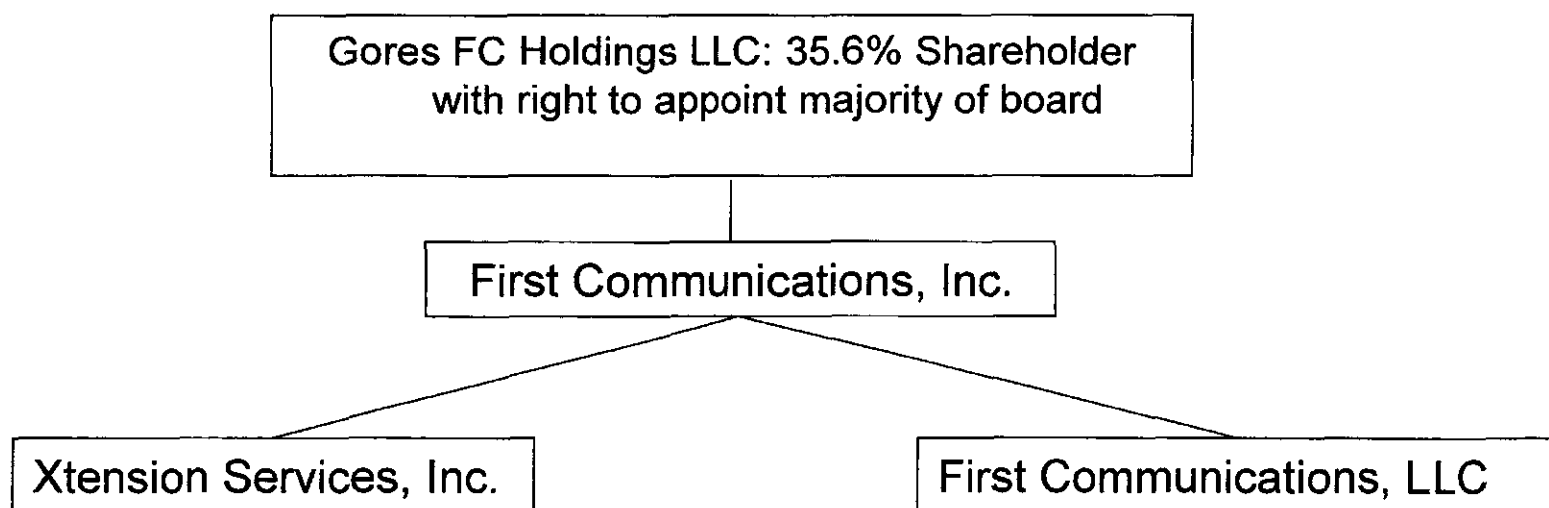
EXHIBIT A

Pre- and Post- Transaction Illustrative Charts

Pre-Transaction Corporate Structure



Post-Transaction Corporate Structure



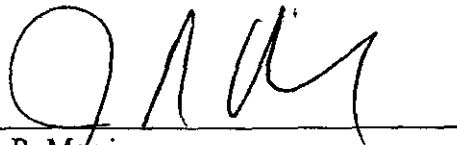
Verifications

STATE OF OHIO
CITY OF AKRON

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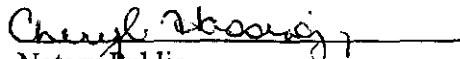
VERIFICATION

I, Joseph R. Morris, state that I am Chief Operating Officer of First Communications, Inc., the parent of First Communications, LLC and Xtension Services, Inc.; that I am authorized to make this Verification on behalf of First Communications, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to First Communications, Inc. are true and correct to the best of my knowledge, information, and belief.



Joseph R. Morris
Chief Operating Officer
First Communications, Inc.

Sworn and subscribed before me this 5th day of July, 2007.


Notary Public

My commission expires _____ Cheryl L. Hassinger
~~my commission expires~~
January 8, 2008

STATE OF CALIFORNIA

§
§
§

CITY OF LOS ANGELES

VERIFICATION

I, BRENT D. BRADLEY state that I am Vice President and Secretary; that I am authorized to make this Verification on behalf of Gores FC Holdings, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Gores FC Holdings, LLC are true and correct to the best of my knowledge, information, and belief.



Brent D. Bradley
Vice President and Secretary
Gores FC Holdings, LLC

Sworn and subscribed before me this 10 day of July, 2007.



Notary Public

My commission expires

5/23/2008



FCC